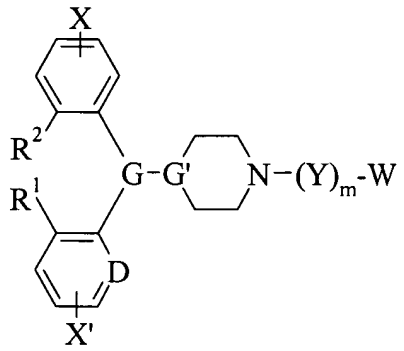
AMENDMENTS TO THE CLAIMS

1. (Canceled)

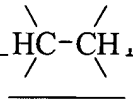
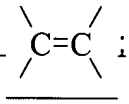
2. (Currently Amended) ~~The~~ A compound of ~~claim 1 having the~~ formula I'':



I

and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof, wherein:

X and X' independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy, trifluoromethyl or -$(Y')_{m'}$-W';

G and G' together form  or  ;

D is –CH= or =N-;

R^1 and R^2 independently are hydrogen or together are -$(CH_2)_n$- in which n is equal to 0, 1, 2, or 3;

m and m' are independently 0 or 1;

Y and Y' are -L^1- or –L^2-V$(Z)_t$-L^3- in which t is 0 or 1;

L^1 is alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q)-, or -$N(R^3)$-;

L^2 is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q')-, or -$N(R^4)$-, or (b) -L^4-C(O)-N(Q')- or -L^4(Q')-, or (c) a direct bond;

L^3 is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q'')-, or -$N(R^5)$-, or (b) a direct bond;

L^4 is (a) alkylene; alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q'')-, or -$N(R^5)$-, or (b) a direct bond;

V is (a) a divalent arene, a divalent heteroarene, or a divalent saturated heterocycle when t is 0, or (b) a trivalent arene or trivalent heteroarene when t is 1;

Q, Q′, and Q′′ independently are hydrogen, -AC(O)OR^6, or -AC(O)NR^{6}R^7;

W and W′ independently are -N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9, -N(OM)C(O)R^8, -C(O)NR^{8}R^9, or –C(O)OR^8, provided that at least one of W and W′ is –N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9, or -N(OM)C(O)R^8;

Z is –A′′N(OM′)C(O)N(R^{10})R^{11}, -A′′N(R^{10})C(O)N(OM′)R^{11}, -A′′N(OM′)C(O)R^{11}, -A′C(O)N(OM′)R^{11}, -A′C(O)NR^{10}R^{11}, -A′C(O)OR^{10}, halo, CH_3, NR^{3}R^4, NR^{3}C(O)R^4, NO_2, CN, CF_3, S(O)$_2$NR^{3}R^4, S(O)$_2$R^3, SR^3, or S(O)R^3;

A, A′ and A′′ independently are a direct bond, alkylene, alkenylene, alkynylene, yloalkylaryl, yloarylalkyl, or diyloalkylarene or one of the foregoing in which one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)$_2$- and/or one or more methylidenes are replaced by =N-;

M and M′ independently are hydrogen, a pharmaceutically acceptable cation, or a metabolically cleavable group; and

R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, and R^{11} are independently hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkyl, alkylaryl, alkylarylalkyl, or one of the foregoing in which one or more methylenes are replaced by -O-, -NH-, -S-, -S(O)-, or -S(O)$_2$- and/or one or more methylidenes are replaced by =N-;

provided that, other than the oxygens bound to the sulfurs in -S(O)- and -S(O)$_2$-, when one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)$_2$- and when one or more methylidenes are replaced with =N-, such replacement does not result in two heteroatoms being covalently bound to each other;

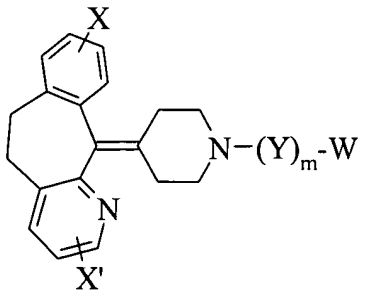
and further provided that when m is 0, W is not -C(O)NR^{8}R^9, or –C(O)OR^8,

and further provided that in the substituent –AC(O)OOR^6, R^6 cannot be hydrogen when A is a direct bond.

~~wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof~~.

3. (Canceled)

4. (Currently Amended) The compound according to ~~claim 1~~ claim 2 having the formula **III**:



III

wherein the substituents are as defined in ~~claim 1~~claim 2, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

5-10. (Canceled)

11. (Previously Presented) A compound selected from the group consisting of compounds **10, 32, 53, 54, 61, 73 and 74**.

12. (Previously Presented) A compound that is compound **32.**

13-15. (Canceled)

16. (Currently Amended) A compound according to ~~claim 1~~claim 2 wherein
X and X′ independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;
W is -N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9 or -N(OM)C(O)R^8[[;]].

17. (Currently Amended) A compound according to claim 2~~claim 1~~ wherein
L^4 is alkylene
Z is –N(OM′)C(O)N(R^{10})R^{11}, -N(R^{10})C(O)N(OM′)R^{11}, -N(OM′)C(O)R^{11}, -A′C(O)N(OM′)R^{11}, -A′C(O)N$R^{10}R^{11}$ or -A′C(O)OR^{10}.

18. (Currently Amended) A compound according to claim 2~~claim 1~~ wherein
X and X′ independently are -H, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;
L^4 is alkylene
W is -N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9 or -N(OM)C(O)R^8;
Z is –N(OM′)C(O)N(R^{10})R^{11}, -N(R^{10})C(O)N(OM′)R^{11}, -N(OM′)C(O)R^{11}, -A′C(O)N(OM′)R^{11}, -A′C(O)N$R^{10}R^{11}$ or -A′C(O)OR^{10}.

19. (Currently Amended) A compound according to claim 2~~claim 1~~ wherein when M or M´ is a metabolically cleavable group this is selected from an organic or inorganic anion, a pharmaceutically acceptable cation, acyl, alkyl, phosphate, sulfate and sulfonate, $NH_2C(O)$- or (alkyl)OC(O)-.

20. (Original) A compound according to claim 19 wherein acyl is (alkyl)C(O), including acetyl, propionyl and butyryl.

21. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 2~~claim 1~~.

22. (Canceled)

23. (Currently Amended) A method of treating asthma, the method comprising administering to a patient suffering from asthma an amount of a compound according to claim 2~~claim 1~~ sufficient to reduce or eliminate the asthma.

24. (Canceled)